

# NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

LEON L. NOWALSKY  
EDWARD P. GOTHARD  
PHILIP R. ADAMS, JR.

1420 Veterans Memorial Blvd.  
Metairie, Louisiana 70005  
Telephone: (504) 832-1984  
Facsimile: (504) 831-0892

US BANK/FOC OCT 19 2012

October 15, 2012

## BY OVERNIGHT DELIVERY

Federal Communications Commission  
Wireline Competition Bureau  
9300 E. Hampton Drive  
Capitol Heights, MD 20743

FCC c/o US Bank (Via U.S. Mail)  
Wireline Competition Bureau - CPD- 214 Appls.  
P.O. Box 979091  
St. Louis, MO 63197-9000

RE: Combined application for consent to the transfer of control of a business which has Blanket Domestic Interstate 214 Authority - Transfer of Applewood Communications Corporation, Transferor to Telrite Corporation, Transferee

Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of Applewood Communications Corporation, Transferor to Telrite Corporation, Transferee

1. The original and four (4) copies of an Application for consent to the transfer of control of a business which has blanket domestic interstate 214 authority.
2. The original and four (4) copies of FCC Form 159.
3. Our AMEX number authorizing a charge in the amount of \$1,050.00 representing the filing fee for this Application.

Please return a copy of this letter, date-stamped, in the envelope provided as evidence of the filing.

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Leon Nowalsky

Enclosures

cc: FCC Copy Contractor

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Leon Nowalsky</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1420 Veterans Blvd.</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Metairie</b>		(7) STATE <b>LA</b>	(8) ZIP CODE <b>70005</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>504-832-1984</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0005659958</b>			
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>Applewood Communications Corporation</b>			
(14) STREET ADDRESS LINE NO. 1 <b>1057 Bill Tuck Highway, Suite 224</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>South Boston</b>		(17) STATE <b>VA</b>	(18) ZIP CODE <b>24592</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>646-291-2446</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0016639973</b>			
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>Leon Nowalsky</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Leon Nowalsky</u> DATE <u>10-12-2012</u>			
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD VISA AMEX <input checked="" type="checkbox"/> DISCOVER ACCOUNT NUMBER <u>[REDACTED]</u> EXPIRATION DATE <u>[REDACTED]</u> I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE <u>Leon Nowalsky</u> DATE <u>10-12-2012</u>			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> FORM 159-C		SPECIAL USE FCC USE ONLY
Page No <u>2</u> of <u>2</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Telrite Corporation</b>		
(14) STREET ADDRESS LINE NO. 1 <b>4113 Monticello Street</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Covington</b>	(17) STATE <b>GA</b>	(18) ZIP CODE <b>30014</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(678) 202-0828</b>	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0007960420</b>	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

Received & Inspected

OCT 16 2012

FCC Mail Room

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of  
Application for the Transfer of Control of

Applewood Communications Corporation, Transferor  
to  
Telrite Corporation, Transferee

Application Pursuant to Section 214 of the  
Communications Act of 1934 and  
Section 63.24 of the Commission's Rules for  
Consent to the Transfer of Control of

File No. ITC/T/C-2012

Applewood Communications Corporation, Transferor  
to  
Telrite Corporation, Transferee

and

Application Pursuant to Section 214 of the  
Communications Act of 1934 and  
Section 63.04 of the Commission's Rules for  
Consent to the Transfer of Control  
of Applewood Communications Corporation, Transferor  
to  
Telrite Corporation, Transferee

WC Docket No. 12-\_\_\_\_\_

*Attention: International Bureau and Wireline Competition Bureau*

**COMBINED/JOINT INTERNATIONAL AND DOMESTIC  
APPLICATION FOR  
TRANSFER OF CONTROL**

Pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer control of the assets of Applewood Communications Corporation ("Applewood") to Telrite Corporation ("Telrite") (the "Acquisition"). Applewood holds authority to provide domestic and international telecommunications services pursuant to section

214 of the Act.<sup>2</sup> On May 10, 2012, Telrite entered into an Asset Purchase Agreement with Applewood Communications Corporation ("Applewood"),

Applewood is a provider of interstate, international and intrastate interexchange telecommunications services. The customers of Applewood will benefit from the resources and assets of Telrite in the ultimate transaction, which will help ensure continuity of service and enhance the ability of Telrite to offer a broader range of innovative products and services to customers. The transfer of control will therefore serve to enhance the overall capacity of Telrite to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates. Grant of this Application clearly will promote competition in the interstate and international long distance telecommunications markets and will serve the public interest.

#### **I. INFORMATION REQUIRED BY SECTION 63.24**

This Application seeks authority to transfer the control of the assets of Applewood Communications Corporation which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service to Telrite Corporation. Section 63.24(e)(2) of the Commission's rules requires that an application for a substantial transfer of control of a carrier holding international section 214 authority include the following information, as described in section 63.18:

- (a) The name, address and contact number of the transferor is:

Telrite Corporation  
4113 Monticello Street  
Covington, GA 30014  
Ph. (678) 202-0828  
Fax: (678) 202-1323

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<sup>2</sup> Applewood holds domestic and international authority pursuant to section 214 of the Act. Authority was granted in File No. ITC-214-20070713-00278 on August 24, 2007.

The name, address and contact number of the transferee is:

Applewood Communications Corporation  
1057 Bill Tuck Highway, Suite 224  
South Boston, VA 24592  
Ph. (646) 291-2446  
Fax (509) 351-9061

The name, address and contact number of the holder of section 214 authorities is:

Applewood Communications Corporation  
1057 Bill Tuck Highway, Suite 224  
South Boston, VA 24592  
Ph. (646) 291-2446  
Fax (509) 351-9061

- (b) Applewood is a Delaware corporation.  
Telrite is a Georgia corporation
- (c) Correspondence concerning this Application should be addressed to:

Leon Nowalsky, Esq.  
Nowalsky, Bronston & Gothard  
1420 Veterans Blvd.  
Metairie, LA 70005  
Phone: (504) 832-1984  
Fax: (504) 831-0892  
Email: [lnowalsky@nbglaw.com](mailto:lnowalsky@nbglaw.com)

- (d) Applewood was granted authority in File No. ITC-214-20070713-00278

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

**Applewood Communications Corporation**

Owner Name: Mark Leininger  
Citizenship: United States  
Principal Business: Stockholder  
Percent Ownership: Leininger owns 43% of Applewood Communications Corporation

Leininger does not own a 10% or greater ownership or equity interest in any other telecommunications companies.

Owner Name: Courtland G. Miller  
Citizenship: United States  
Principal Business: Stockholder  
Percent Ownership: Miller owns 43% of Applewood Communications Corporation  
Miller does not own a 10% or greater ownership or equity interest in any other telecommunications companies.

Owner Name: Alberdale LLC  
Citizenship: United States (New York domestic LLC)  
Principal Business: Investment Firm  
Percent Ownership: Alberdale owns 14% of Applewood Communications Corporation prior to the Acquisition

**Ownership of Alberdale, LLC**

Owner Name: Courtland G. Miller  
Citizenship: United States  
Principal Business: Stockholder  
Percent Ownership: Miller owns 50% of Alberdale

Owner Name: Mark Leininger  
Citizenship: United States  
Principal Business: Stockholder  
Percent Ownership: Leininger owns 50% of Alberdale

Alberdale does not own a 10% or greater ownership or equity interest in any other telecommunications companies

**Telrite Corporation**

Owner Name: Telrite Holdings, Inc.  
Citizenship: United States (Georgia domestic corporation)  
Principal Business: Stockholder  
Percent Ownership: Telrite Holdings owns 100% of Telrite Corporation  
Telrite Holdings does not own a 10% or greater ownership or equity interest in any other telecommunications companies.

**Ownership of Telrite Holdings, Inc.**

Owner Name: Reginald McFarland  
Citizenship: United States  
Principal Business: Stockholder

Percent Ownership: McFarland owns 29.03562% of Telrite Holdings

McFarland does not own a 10% or greater ownership or equity interest in any other telecommunications companies

Owner Name: Darryl Davis

Citizenship: United States

Principal Business: Stockholder

Percent Ownership: Davis owns 23.41445% of Telrite Holdings.

Davis has a 50% ownership share in Marketing Advanced Communications, Inc. d/b/a MAC Works, a long distance and local exchange telecommunications company based in Georgia. Davis does not own a 10% or greater ownership or equity interest in any other telecommunications companies.

Owner Name: Michael Geoffroy

Citizenship: United States

Principal Business: Stockholder

Percent Ownership: Geoffroy owns 10.58285% of Telrite Holdings. Geoffroy does not own a 10% or greater ownership or equity interest in any other telecommunications companies.

There are no other owners with a 10% or greater ownership or equity interest in Telrite Holdings.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.



- (p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

## **II. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04**

This Application seeks Commission consent to transfer control of Applewood, which holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act. Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

- 6) As set forth above, this Application seeks Commission consent to transfer control of the assets of Applewood to Telrite. As a result of the transfer, Applewood will cease to operate and requests relinquishment of its current authority.
- 7) [intentionally omitted]
- 8) This Application qualifies for streamlined processing under section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any service.
- (9) The parties will file a slamming certification letter with the Commission, if necessary.
- (10) Only standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to Section 63.03.
- (11) No waiver requests are being filed in conjunction with the transaction.
- (12) As discussed above, grant of this Application will strengthen Telrite as the post-transaction company and will become a stronger competitor in the marketplace for interstate and international telecommunications services. The customers of Applewood will benefit from Telrite's resources and assets, which will help ensure continuity of service and enhance the ability of Telrite to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the domestic interexchange and international telecommunications markets and will serve the public interest.

### III. CONCLUSION

For the foregoing reasons, this Application respectfully requests that the Commission consent to the transfer of control of Applewood to Telrite.

*Respectfully submitted,*

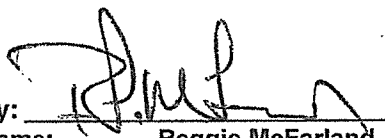
*Leon Nowalsky*

Leon Nowalsky, Esq. *nb*  
Nowalsky, Bronston & Gothard  
A Professional Limited Liability Company  
1420 Veterans Blvd.  
Metairie, LA 70005  
Telephone: (504) 832-1984  
Counsel for Applewood Communications  
Corporation and Telrite Corporation


STATE OF Georgia  
COUNTY OF Newton

VERIFICATION

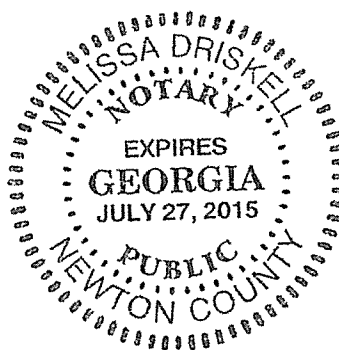
I, Reggie McFarland, am the Chief Executive Officer of Telrite Corporation, and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By:   
Name: Reggie McFarland  
Title: Chief Executive Officer

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 3 day of August, 2012.

  
Notary Public

My commission expires:




STATE OF *Louisiana*  
COUNTY OF *Jefferson*

**VERIFICATION**

I, Courtlandt G. Miller, am the Chief Executive Officer of Applewood Alpha, Inc. (formerly called Applewood Communications Corporation), and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By:   
Name: **Courtlandt G. Miller**  
Title: **Chief Executive Officer**

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 4<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
Notary Public

My commission expires:

**LEON L. NOWALSKY**  
Notary Public, State of Louisiana  
My Commission is issued for life.  
Notary Number : 4339

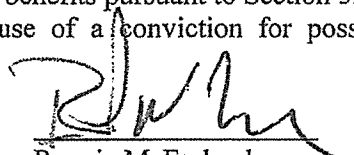
State of Georgia

County of Newton


**AFFIDAVIT**

The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By:

  
Reggie McFarland  
Telrite Corporation

Sworn to and subscribed before me this  
8 day of Oct, 2012

  
Notary Public

My commission expires 7-27-15




State of NEW YORK

County of NEW YORK

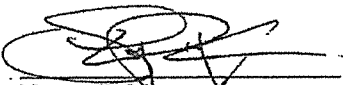
**AFFIDAVIT**

The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By:

  
Courtland G. Miller  
Chief Executive Officer

Sworn to and subscribed before me this  
4th day of OCTOBER, 2012

  
Notary Public

My commission expires 12/5/2015

